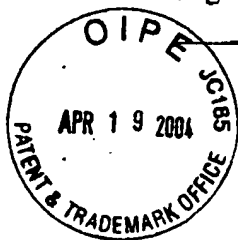


Page 1

Attorney's Docket No. FLEECE.001A

**DECLARATION AND POWER OF ATTORNEY - USA PATENT APPLICATION**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am an original, first and sole inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled **RIDING APPARATUS AND METHOD**; the specification of which was filed October 23, 2003 as Application No. 10/692,835;

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above;

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56;

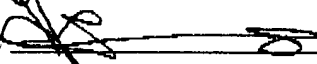
I hereby claim the benefit under Title 35, United States Codes § 119(e) of any United States provisional application(s) listed below:

**None.**

I hereby revoke any previous powers of attorney in the subject application, and hereby appoint the registrants of GAZDZINSKI & ASSOCIATES, 11440 West Bernardo Court, Suite 375, San Diego, California 92127, Telephone (858) 675-1670, including Robert F. Gazdzinski, Registration Number 39,990, and Erik M. Vieira, Registration Number 53,273, as its attorneys with full power of substitution and revocation to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected herewith.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful, false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: **MARTINE FENNELLY**

Inventor's signature 

Date April 1, 2004

Residence: **4705 MONONGAHELA STREET, SAN DIEGO, CA 92117**

Citizenship: **UNITED STATES OF AMERICA**

Post Office Address: **SAN DIEGO, CA**

Send Correspondence To:

Robert F. Gazdzinski, Esq.  
Gazdzinski & Associates  
11440 West Bernardo Court, Suite 375  
San Diego, CA 92127  
Telephone No. 858-675-1670  
Facsimile No. 858-675-1674



## IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicants : Martine Fennelly )  
App. No. : 10/692,835 )  
Filed : October 23, 2003 )  
For : **RIDING APPARATUS AND** )  
          **METHOD** )  
Examiner : Unknown )  
Group Art Unit: 3643 )



**ESTABLISHMENT OF RIGHT OF ASSIGNEE TO TAKE ACTION**  
**AND**  
**REVOCATION AND POWER OF ATTORNEY**

Mail Stop Missing Parts  
Commissioner for Patents  
P.O. Box 1450  
Alexandria, VA 22313-1450

Dear Sir:

The undersigned is empowered to act on behalf of the assignee below (the "Assignee"). A true copy of the original Assignment of the above-captioned application from the inventor(s) to the Assignee is attached hereto. This Assignment represents the entire chain of title of this invention from the Inventors to the Assignee.

The undersigned hereby revokes any previous powers of attorney in the subject application, and hereby appoints the registrants of GAZDZINSKI & ASSOCIATES, 11440 West Bernardo Court, Suite 375, San Diego, California 92127, Telephone (858) 675-1670, including Robert F. Gazdzinski, Registration Number 39,990 and Erik M. Vieira, Registration Number

**App. No.** : 10/692,835  
**Filed** : October 23, 2003

53,273, as its attorneys with full power of substitution and revocation to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected herewith.

I declare that all statements made herein are true, and that all statements made upon information and belief are believed to be true, and further, that these statements were made with the knowledge that willful, false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that willful, false statements may jeopardize the validity of the application, or any patent issuing thereon.

FLEECEWORKS, INC.

Dated: April 15, 2004

By:   
Martine Fennelly

Address: 19909 Harrison Avenue  
City of Industry, CA 91789

**ASSIGNMENT**

WHEREAS, I, **MARTINE FENNELLY**, hereinafter referred to as the assignor, residing at 4705 Monongahela Street, San Diego, California 92117, am the sole inventor of certain new and useful improvements in a **RIDING APPARATUS AND METHOD**;

[X] for which an application for a United States Patent was filed on October 23, 2003 and assigned Serial No. 10/692,835; and

WHEREAS, **FLEECEWORKS, INC.**, hereinafter referred to as the assignee, a California Corporation, with its principal place of business at 19909 Harrison Avenue, City of Industry, California 91789, is desirous of acquiring the entire right, title and interest in and to the said new and useful improvements and in and to the said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof in any and all countries:

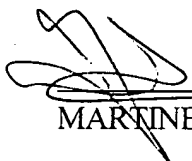
NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) to me in hand paid by said assignee, and other good and valuable consideration, the receipt of which is hereby acknowledged, I, the said assignor, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over to said assignee, the entire right, title and interest in and to said new and useful improvements and said application and any and all continuations, divisions and renewals of and substitutes for said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof in the United States and any and all other countries, and any reissue or reissues or extension or extensions of said Letters Patent, and assign to and authorize said assignee, to file in my name applications for Letters Patent in all countries, the same to be held and enjoyed by said assignee, its successors, assigns, nominees or legal representatives, to the full end of the term or terms for which said Letters Patent respectively may be granted, reissued or extended, as fully and entirely as the same would have been held and enjoyed by me had this assignment, sale and transfer not been made.

AND I hereby covenant that I have full right to convey the entire interest herein assigned, and that I have not executed and will not execute any agreement in conflict herewith, and I further covenant and agree that I will each time request is made and without undue delay, execute and deliver all such papers as may be necessary or desirable to perfect the title to said new and useful improvements, said application and said Letters Patent to said assignee, its successors, assigns, nominees, or legal representatives, and I agree to communicate to said assignee or to its nominee all known facts respecting said new and useful improvements, said application and said Letters Patent, to testify in any legal proceedings, to sign all lawful papers, to execute all disclaimers and divisional, continuing, reissue and foreign applications, to make all rightful oaths, and generally to do everything possible to aid said assignee, its successors, assigns, nominees and legal representatives to obtain and enforce for its or their own benefit proper patent protection for said new and useful improvements in any and all countries.

PATENT

AND I hereby authorize and request the Commissioner of Patents and Trademarks of the United States and any official of any country or countries foreign to the United States whose duty it is to issue patents on applications as aforesaid, to issue to said assignee, as assignee of the entire right, title and interest, any and all Letters Patent for said new and useful improvements, including any and all Letters Patent of the United States which may be issued and granted on or as a result of the application aforesaid, in accordance with the terms of this assignment.

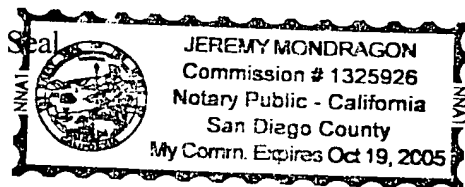
IN WITNESS WHEREOF, we have hereunto set our hands and seals.

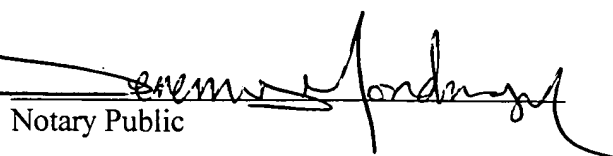
  
MARTINE FENNELLY

State of California                    )  
  )  
County of San Diego                )

On APRIL 14, 2004, before me, JEREMY MONDRAGON, personally appeared MARTINE FENNELLY personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that ~~he~~/she executed the same in ~~his~~/her authorized capacity, and that by ~~his~~/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



  
Notary Public